

RON BENDER (SBN 143364)
KRIKOR J. MESHEFEJIAN (SBN 255030)
LINDSEY L. SMITH (SBN 265401)
LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
2818 La Cienega Avenue
Los Angeles, California 90034
Telephone: (310) 229-1234; Facsimile: (310) 229-1244
Email: RB@LNBYG.COM; KJM@LNBYG.COM; LLS@LNBYG.COM

Proposed Attorneys for Chapter 11 Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited
liability company,

Debtor and Debtor in Possession.

In re:

FITNESS ANYWHERE LLC, a Delaware
limited liability company, dba TRX and TRX
Training,

Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects TRX Holdco, LLC only

☐ Affects Fitness Anywhere, LLC only

Lead Case No.: 8:22-bk-10948-SC

Jointly administered with:
8:22-bk-10949-SC

Chapter 11 Cases

**SUPPLEMENT TO DEBTORS'
EMERGENCY MOTION FOR ENTRY
OF AN ORDER AUTHORIZING THE
DEBTORS TO USE CASH
COLLATERAL PURSUANT TO 11
U.S.C. §§ 361, 362 AND 363 AND
GRANTING ADEQUATE
PROTECTION AND RELATED
RELIEF**

DATE: June 30, 2022

TIME: 10:00 a.m.

PLACE: *Via ZoomGov

Courtroom 5C

411 West Fourth Street

Santa Ana, CA 92701

1 At a hearing held on June 10, 2022, at 10:00 a.m. (Pacific Time), the Court granted the
2 motion (“Motion”) (Doc 7), filed by TRX Holdco, LLC (“Hold Co”) and Fitness Anywhere
3 LLC, dba TRX and TRX Training (“Product Co” and, together with Hold Co, the “Debtors”),
4 the debtors and debtors-in-possession in the above-captioned, jointly-administered, Chapter 11
5 bankruptcy cases, as modified with the consent of the Debtors’ secured lender, Woodforest
6 National Bank (the “Bank”). The Court entered an interim order, the form of which had been
7 agreed to by the Debtors and the Bank, on June 10, 2022 as Doc 38.

8 Attached to the Motion were 13-week cash flow budgets for the Debtors (the “Budgets”).
9 The interim cash collateral order provided for the Debtors to file any desired supplement to the
10 Motion, including any proposed modifications to the Budgets, by June 15, 2022. The Debtors
11 are working closely with the Bank in regards to the Budgets as well as prospective debtor-in-
12 possession financing to be provided by the Bank to the Debtors.

13 With the development of new information, the Debtors needed to update and refine the
14 Budgets. Due to various logistical and scheduling issues, the Debtors and the Bank were not
15 able to schedule their meeting to review the Debtors’ proposed amended Budgets until Friday,
16 June 17, 2022. The Debtors therefore requested the Bank to agree to extend the deadline for the
17 Debtors to file their amended Budgets to June 17, 2022 to provide the Debtors the opportunity to
18 review the amended Budgets with the Bank, and hopefully reach agreement with the Bank,
19 before the Debtors filed the amended Budgets with the Court.

20 Attached hereto as Exhibit “1” is a copy of the amended Budgets that have been
21 presented to the Bank. The Debtors intend to work collaboratively with the Bank in making all
22 reasonable efforts to reach agreement with the Bank on the amended Budgets. The Debtors
23 reserve the right to file any further amendments to the Budgets as the Debtors deem appropriate
24 as the facts and circumstances of these bankruptcy cases is a continuously evolving process. As
25 compared to the original Budgets that were filed with the Court on June 8, 2022 which covered a
26 thirteen week period (Weeks 1 – 13) beginning on the Petition Date, the amended Budgets
27 attached hereto extend through the fourteenth week after the Petition Date (Weeks 2 – 14)
28 beginning on the Petition Date.

The following is a summary of the key revisions contained in the amended Budgets as compared to **Weeks 1 – 13** of the original Budgets that were attached to the Motion¹:

1. Increase in beginning cash for Week 1 in the amount of \$119,292;
2. Decrease in receipts for Week 1 in the amount of \$354,654²;
3. Addition of inventory purchases in the amount of \$300,000; and
4. Net increase in vendor disbursements in the total amount of \$452,591 (after taking into account decrease of \$1,871 of utilities expenses), in primarily the following categories, and including as a result of demands by certain vendors for prepayments and increases in monthly rates:
 - a. Contractor expenses, including for IT and sales support (\$220,346);
 - b. Commissions (based on sales) (\$30,000);
 - c. Growth initiatives (\$1,666)
 - d. Insurance obligations (\$29,102);
 - e. Marketing expenses (\$19,684);
 - f. Non-bankruptcy “professionals” (\$1,789);
 - g. “Other” expenses comprised of trade show/event costs and a bank account analysis fee (\$43,891);
 - h. Payroll (\$1,652);
 - i. Technology services (\$46,332); and
 - j. Payments to the Debtors’ United Kingdom affiliate for the purpose of funding affiliate’s expenses, including tax obligations (\$60,000).

These increases for Weeks 1 – 13 total \$454,462. After taking into account a reduction of \$1,871 for utilities expenses, the net increase in vendor disbursements totals \$452,591.

¹ In addition to these changes, the amended Budgets attached hereto include Week 14 projections.

² Projected amounts in original Budgets included amounts already collected by the Debtors. The Debtors were projected to receive \$560,000 and actually collected \$461,000 in the five-day period covered by Week 1 of the Budgets.

Dated: June 17, 2022

TRX HOLDCO, LLC
FITNESS ANYWHERE LLC

By: /s/ Krikor J. Meshefejian
RON BENDER
KRIKOR J. MESHEFEJIAN
LINDSEY L. SMITH
LEVENE, NEALE, BENDER,
YOO & GOLUBCHIK L.L.P.
Proposed Attorneys for Chapter 11 Debtors
and Debtors in Possession

EXHIBIT "1"

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget
As of June 17, 2022

\$USD

	Week -->		From -->		Week-Ending -->																	
	Week 2		Week 3		Week 4		Week 5		Week 6		Week 7		Week 8									
	6/13/2022		6/20/2022		6/27/2022		7/4/2022		7/11/2022		7/18/2022		7/25/2022									
	6/19/2022		6/26/2022		7/3/2022		7/10/2022		7/17/2022		7/24/2022		7/31/2022									
PRODUCTCO																						
Beginning ProductCo Cash Balance	\$	1,136,840	\$	1,366,842	\$	1,333,294	\$	822,910	\$	935,992	\$	1,387,137	\$	1,710,505								
Ecommerce NA & UK	\$	102,714	\$	102,714	\$	108,835	\$	108,835	\$	108,835	\$	108,835	\$	108,835	\$	108,835						
Amazon FBA International		-		24,989		-		24,989		-		24,989		-		-						
Amazon FBA NA		312,235		-		436,970		-		436,970		-		436,970		-						
Transfers from Non-Debtor Affiliate (Japan)		-		-		5,000		-		-		-		-		5,000						
Accounts Receivables Collections		531,169		482,981		479,037		526,556		550,738		500,775		514,626								
TOTAL PRODUCTCO SOURCES	\$	946,118	\$	610,684	\$	1,029,842	\$	660,381	\$	1,096,544	\$	634,600	\$	1,065,432								
Payroll, Payroll Tax & Benefits - ProductCo	\$	244,274	\$	-	\$	242,267	\$	-	\$	242,267	\$	-	\$	231,981								
Commission - ProductCo		-		-		30,000		-		-		-		30,000								
Inventory Purchases - ProductCo		-		300,000		-		-		-		-		-								
Contractors - ProductCo		102,796		23,500		152,750		40,500		87,400		40,500		152,750								
Key Consultants - ProductCo		-		-		8,889		-		-		-		8,889								
Rent - ProductCo		-		-		47,500		-		-		-		47,500								
Marketing - ProductCo		50,000		50,000		624,000		-		-		-		774,000								
Insurance - ProductCo		37,381		20,000		27,839		16,068		20,000		20,000		27,839								
Logistics - ProductCo		128,982		128,982		128,982		128,982		128,982		128,982		128,982								
Professionals - ProductCo		-		-		18,350		50,000		-		-		18,350								
Technology - ProductCo		4,332		-		24,400		90,000		-		-		15,500								
Utilities - ProductCo		1,129		-		3,000		-		-		-		3,000								
Other Expenses, Vendors - ProductCo		86,850		75,000		130,500		75,000		75,000		75,000		90,000								
Sales tax - ProductCo		-		-		-		100,000		-		-		100,000								
Payments to UK Affiliate ⁽¹⁾ - ProductCo		-		30,000		-		30,000		-		30,000		-								
Management Payroll - Transfer to HoldCo - ProductCo		60,372		-		75,000		-		75,000		-		75,000								
Cross-Border Vendors - ProductCo		-		16,750		26,750		16,750		16,750		16,750		26,750								
BK Professional Fees ⁽²⁾ - ProductCo		-		-		-		-		-		-		-								
US Trustee Fees - ProductCo		-		-		-		-		-		-		-								
TOTAL PRODUCTCO DISBURSEMENTS	\$	716,116	\$	644,232	\$	1,540,226	\$	547,300	\$	645,399	\$	311,232	\$	1,730,540								
PRODUCTCO - CASH ROLLFORWARD																						
Beginning PRODUCTCO Cash Balance	\$	1,136,840	\$	1,366,842	\$	1,333,294	\$	822,910	\$	935,992	\$	1,387,137	\$	1,710,505								
(+) ProductCo Receipts		946,118		610,684		1,029,842		660,381		1,096,544		634,600		1,065,432								
(-) ProductCo Disbursements		(716,116)		(644,232)		(1,540,226)		(547,300)		(645,399)		(311,232)		(1,730,540)								
Ending ProductCo Cash Balance	\$	1,366,842	\$	1,333,294	\$	822,910	\$	935,992	\$	1,387,137	\$	1,710,505	\$	1,045,396								
Change in ProductCo Cash from Previous Week	\$	230,002	\$	(33,547)	\$	(510,384)	\$	113,081	\$	451,145	\$	323,368	\$	(665,109)								
Inventory Rollforward																						
Beginning Inventory	\$	17,960,993	\$	17,469,394	\$	17,452,323	\$	16,881,997	\$	16,562,152	\$	15,991,989	\$	15,672,143								
(+) Purchases		-		300,000		-		-		-		-		-								
(-) Cost of Goods		(491,599)		(317,070)		(570,326)		(319,845)		(570,163)		(319,845)		(570,163)								
= Ending Inventory	\$	17,469,394	\$	17,452,323	\$	16,881,997	\$	16,562,152	\$	15,991,989	\$	15,672,143	\$	15,101,981								
Accounts Receivable Rollforward⁽³⁾																						
Beginning AR	\$	4,467,123	\$	4,462,171	\$	4,505,407	\$	4,552,588	\$	4,551,909	\$	4,527,048	\$	4,552,150								
(+) Sales (Domestic Commercial, Retail, Government, Intl. Dist.)		526,218		526,218		526,218		525,877		525,877		525,877		525,877								
(-) Collections (Domestic Commercial, Retail, Government, Intl. Dist.)		(531,169)		(482,981)		(479,037)		(526,556)		(550,738)		(500,775)		(514,626)								
= Ending AR	\$	4,462,171	\$	4,505,407	\$	4,552,588	\$	4,551,909	\$	4,527,048	\$	4,552,150	\$	4,563,401								

Notes

- (1) Current payroll and current VAT / other taxes. There is approximately an additional 80,000 GBP outstanding related to VAT.
(2) There are no bankruptcy professional payments in this forecast.
(3) The AR Rollforward does not include sales and collections activity relating to Ecommerce and Amazon.
- This budget does not reflect the proceeds or use of any DIP financing nor carve-outs arising thereof.
- Information has been sourced from management and the Company's books and records. This information has not been audited or independently verified.

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget
As of June 17, 2022

\$USD

	Week --> From --> Week-Ending -->						Current Rolling 13 Weeks
	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	
	8/1/2022	8/8/2022	8/15/2022	8/22/2022	8/29/2022	9/5/2022	
PRODUCTCO							
Beginning ProductCo Cash Balance	\$ 1,045,396	\$ 1,378,427	\$ 1,742,939	\$ 2,103,241	\$ 2,408,665	\$ 1,706,963	\$ 1,136,840
Ecommerce NA & UK	\$ 108,566	\$ 108,566	\$ 108,566	\$ 108,566	\$ 108,566	\$ 121,338	\$ 1,413,769
Amazon FBA International	24,989	-	24,989	-	24,989	-	149,936
Amazon FBA NA	-	304,444	-	304,444	-	296,369	2,528,402
Transfers from Non-Debtor Affiliate (Japan)	-	-	-	-	5,000	-	15,000
Accounts Receivables Collections	565,676	591,654	537,979	514,626	565,920	591,910	6,953,649
TOTAL PRODUCTCO SOURCES	\$ 699,231	\$ 1,004,664	\$ 671,534	\$ 927,636	\$ 704,475	\$ 1,009,617	\$ 11,060,756
Payroll, Payroll Tax & Benefits - ProductCo	\$ -	\$ 231,981	\$ -	\$ 231,981	\$ -	\$ -	\$ 1,424,750
Commission - ProductCo	-	-	-	30,000	-	-	90,000
Inventory Purchases - ProductCo	-	-	-	-	-	-	300,000
Contractors - ProductCo	40,500	87,400	40,500	44,500	148,750	44,500	1,006,346
Key Consultants - ProductCo	-	-	-	-	8,889	-	26,667
Rent - ProductCo	-	-	-	-	47,500	-	142,500
Marketing - ProductCo	-	-	-	-	724,000	-	2,222,000
Insurance - ProductCo	16,068	20,000	20,000	20,000	23,907	20,000	289,102
Logistics - ProductCo	128,982	128,982	128,982	128,982	128,982	128,982	1,676,761
Professionals - ProductCo	50,000	-	-	-	50,000	-	186,700
Technology - ProductCo	8,900	5,040	-	-	24,400	-	172,572
Utilities - ProductCo	-	-	-	-	3,000	-	10,129
Other Expenses, Vendors - ProductCo	75,000	75,000	75,000	75,000	90,000	75,000	1,072,350
Sales tax - ProductCo	-	-	-	-	100,000	-	300,000
Payments to UK Affiliate ⁽¹⁾ - ProductCo	30,000	-	30,000	-	30,000	-	180,000
Management Payroll - Transfer to HoldCo - ProductCo	-	75,000	-	75,000	-	-	435,372
Cross-Border Vendors - ProductCo	16,750	16,750	16,750	16,750	26,750	16,750	231,000
BK Professional Fees ⁽²⁾ - ProductCo	-	-	-	-	-	-	-
US Trustee Fees - ProductCo	-	-	-	-	-	-	-
TOTAL PRODUCTCO DISBURSEMENTS	\$ 366,200	\$ 640,152	\$ 311,232	\$ 622,212	\$ 1,406,177	\$ 285,232	\$ 9,766,248
PRODUCTCO - CASH ROLLFORWARD							
Beginning PRODUCTCO Cash Balance	\$ 1,045,396	\$ 1,378,427	\$ 1,742,939	\$ 2,103,241	\$ 2,408,665	\$ 1,706,963	\$ 1,136,840
(+) ProductCo Receipts	699,231	1,004,664	671,534	927,636	704,475	1,009,617	11,060,756
(-) ProductCo Disbursements	(366,200)	(640,152)	(311,232)	(622,212)	(1,406,177)	(285,232)	(9,766,248)
Ending ProductCo Cash Balance	\$ 1,378,427	\$ 1,742,939	\$ 2,103,241	\$ 2,408,665	\$ 1,706,963	\$ 2,431,348	\$ 2,431,348
<i>Change in ProductCo Cash from Previous Week</i>	\$ 333,031	\$ 364,512	\$ 360,303	\$ 305,424	\$ (701,703)	\$ 724,385	

Inventory Rollforward

Beginning Inventory	\$ 15,101,981	\$ 14,782,265	\$ 14,293,477	\$ 13,974,485	\$ 13,485,697	\$ 13,166,705	\$ 17,960,993
(+) Purchases	-	-	-	-	-	-	300,000
(-) Cost of Goods	(319,716)	(488,788)	(318,992)	(488,788)	(318,992)	(534,392)	(5,628,680)
= Ending Inventory	\$ 14,782,265	\$ 14,293,477	\$ 13,974,485	\$ 13,485,697	\$ 13,166,705	\$ 12,632,313	\$ 12,632,313

Accounts Receivable Rollforward⁽³⁾

Beginning AR	\$ 4,563,401	\$ 4,523,603	\$ 4,456,318	\$ 4,442,709	\$ 4,452,452	\$ 4,410,902	\$ 4,467,123
(+) Sales (Domestic Commercial, Retail, Government, Intl. Dist.)	525,877	524,370	524,370	524,370	524,370	616,829	6,922,347
(-) Collections (Domestic Commercial, Retail, Government, Intl. Dist.)	(565,676)	(591,654)	(537,979)	(514,626)	(565,920)	(591,910)	(6,953,649)
= Ending AR	\$ 4,523,603	\$ 4,456,318	\$ 4,442,709	\$ 4,452,452	\$ 4,410,902	\$ 4,435,821	\$ 4,435,821

Notes

- (1) Current payroll and current VAT / other taxes. There is approximately an additional 80,000 GBP outstanding related to VAT.
 (2) There are no bankruptcy professional payments in this forecast.
 (3) The AR Rollforward does not include sales and collections activity relating to Ecommerce and Amazon.
 - This budget does not reflect the proceeds or use of any DIP financing nor carve-outs arising thereof.
 - Information has been sourced from management and the Company's books and records. This information has not been audited or independently verified.

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget

As of June 17, 2022

\$USD

Week -->
From -->
Week-Ending -->

Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8
6/13/2022	6/20/2022	6/27/2022	7/4/2022	7/11/2022	7/18/2022	7/25/2022
6/19/2022	6/26/2022	7/3/2022	7/10/2022	7/17/2022	7/24/2022	7/31/2022

HOLDCO

Beginning HoldCo Cash Balance	\$	114,584	\$	146,136	\$	121,520	\$	142,020	\$	148,520	\$	142,520	\$	127,070
Education/CORE - ExperienceCo	\$	50,000	\$	50,000	\$	50,000	\$	50,000	\$	50,000	\$	50,000	\$	50,000
Apple Subscriptions - ExperienceCo		-		-		40,000		-		-		-		40,000
Management Payroll - InterCo Transfer from ProductCo		60,372		-		75,000		-		75,000		-		75,000
Other		-		-		-		-		-		-		-
TOTAL HOLDCO SOURCES	\$	110,372	\$	50,000	\$	165,000	\$	50,000	\$	125,000	\$	50,000	\$	165,000
Payroll, Payroll Tax & Benefits- HoldCo	\$	60,372	\$	-	\$	75,000	\$	-	\$	75,000	\$	-	\$	75,000
Contractors - HoldCo		-		13,500		13,500		13,500		13,500		13,500		13,500
Key Consultants - HoldCo		-		-		12,500		-		12,500		-		12,500
UK Studio Rent - HoldCo		-		3,000		-		-		-		3,000		-
Marketing - HoldCo		18,448		17,500		17,500		17,500		17,500		17,500		17,500
Technology - HoldCo		-		-		1,000		-		-		-		-
Other Expenses - HoldCo		-		12,500		12,500		12,500		12,500		12,500		12,500
Growth Initiative - HoldCo		-		28,116		12,500		-		-		18,950		-
TOTAL HOLDCO DISBURSEMENTS	\$	78,820	\$	74,616	\$	144,500	\$	43,500	\$	131,000	\$	65,450	\$	131,000
HOLDCO - CASH ROLLFORWARD														
Beginning HOLDCO Cash Balance	\$	114,584	\$	146,136	\$	121,520	\$	142,020	\$	148,520	\$	142,520	\$	127,070
(+) HoldCo Receipts		110,372		50,000		165,000		50,000		125,000		50,000		165,000
(-) HoldCo Disbursements		(78,820)		(74,616)		(144,500)		(43,500)		(131,000)		(65,450)		(131,000)
Ending HoldCo Cash Balance	\$	146,136	\$	121,520	\$	142,020	\$	148,520	\$	142,520	\$	127,070	\$	161,070
Change in HoldCo Cash from Previous Week	\$	31,552	\$	(24,616)	\$	20,500	\$	6,500	\$	(6,000)	\$	(15,450)	\$	34,000

Notes

- (1) Current payroll and current VAT / other taxes. There is approximately an additional 80,000 GBP outstanding related to VAT.
 - (2) There are no bankruptcy professional payments in this forecast.
 - (3) The AR Rollforward does not include sales and collections activity relating to Ecommerce and Amazon.
- This budget does not reflect the proceeds or use of any DIP financing nor carve-outs arising thereof.
- Information has been sourced from management and the Company's books and records. This information has not been audited or independently verified.

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget
As of June 17, 2022

\$USD

Week -->
From -->
Week-Ending -->

Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Current Rolling 13 Weeks
8/1/2022	8/8/2022	8/15/2022	8/22/2022	8/29/2022	9/5/2022	
8/7/2022	8/14/2022	8/21/2022	8/28/2022	9/4/2022	9/11/2022	

HOLDCO

Beginning HoldCo Cash Balance	\$	161,070	\$	154,070	\$	148,070	\$	132,620	\$	126,620	\$	159,620	\$	114,584
Education/CORE - ExperienceCo	\$	50,000	\$	50,000	\$	50,000	\$	50,000	\$	50,000	\$	50,000	\$	650,000
Apple Subscriptions - ExperienceCo		-		-		-		-		40,000		40,000		160,000
Management Payroll - InterCo Transfer from ProductCo		-		75,000		-		75,000		-		-		435,372
Other		-		-		-		-		-		-		-
TOTAL HOLDCO SOURCES	\$	50,000	\$	125,000	\$	50,000	\$	125,000	\$	90,000	\$	90,000	\$	1,245,372
Payroll, Payroll Tax & Benefits- HoldCo	\$	-	\$	75,000	\$	-	\$	75,000	\$	-	\$	-	\$	435,372
Contractors - HoldCo		13,500		13,500		13,500		13,500		13,500		13,500		162,000
Key Consultants - HoldCo		-		12,500		-		12,500		-		12,500		75,000
UK Studio Rent - HoldCo		-		-		3,000		-		-		-		9,000
Marketing - HoldCo		17,500		17,500		17,500		17,500		17,500		17,500		228,448
Technology - HoldCo		1,000		-		-		-		1,000		-		3,000
Other Expenses - HoldCo		12,500		12,500		12,500		12,500		12,500		12,500		150,000
Growth Initiative - HoldCo		12,500		-		18,950		-		12,500		-		103,516
TOTAL HOLDCO DISBURSEMENTS	\$	57,000	\$	131,000	\$	65,450	\$	131,000	\$	57,000	\$	56,000	\$	1,166,336
HOLDCO - CASH ROLLFORWARD														
Beginning HOLDCO Cash Balance	\$	161,070	\$	154,070	\$	148,070	\$	132,620	\$	126,620	\$	159,620	\$	114,584
(+) HoldCo Receipts		50,000		125,000		50,000		125,000		90,000		90,000		1,245,372
(-) HoldCo Disbursements		(57,000)		(131,000)		(65,450)		(131,000)		(57,000)		(56,000)		(1,166,336)
Ending HoldCo Cash Balance	\$	154,070	\$	148,070	\$	132,620	\$	126,620	\$	159,620	\$	193,620	\$	193,620
Change in HoldCo Cash from Previous Week	\$	(7,000)	\$	(6,000)	\$	(15,450)	\$	(6,000)	\$	33,000	\$	34,000		

Notes

- (1) Current payroll and current VAT / other taxes. There is approximately an additional 80,000 GBP outstanding related to VAT.
- (2) There are no bankruptcy professional payments in this forecast.
- (3) The AR Rollforward does not include sales and collections activity relating to Ecommerce and Amazon.
- This budget does not reflect the proceeds or use of any DIP financing nor carve-outs arising thereof.
- Information has been sourced from management and the Company's books and records. This information has not been audited or independently verified.

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget

As of June 17, 2022

\$USD

	Week -->	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8
From -->		6/13/2022	6/20/2022	6/27/2022	7/4/2022	7/11/2022	7/18/2022	7/25/2022
Week-Ending -->		6/19/2022	6/26/2022	7/3/2022	7/10/2022	7/17/2022	7/24/2022	7/31/2022
CONSOLIDATED								
Beginning TOTAL Cash Balance	\$	1,251,424	\$ 1,512,978	\$ 1,454,815	\$ 964,931	\$ 1,084,512	\$ 1,529,657	\$ 1,837,575
Ecommerce NA & UK - ProductCo	\$	102,714	\$ 102,714	\$ 108,835	\$ 108,835	\$ 108,835	\$ 108,835	\$ 108,835
Amazon FBA International - ProductCo		-	24,989	-	24,989	-	24,989	-
Amazon FBA NA - ProductCo		312,235	-	436,970	-	436,970	-	436,970
Transfers from Non-Debtor Affiliate (Japan)		-	-	5,000	-	-	-	5,000
Accounts Receivables Collections - ProductCo		531,169	482,981	479,037	526,556	550,738	500,775	514,626
Education/CORE - ExperienceCo		50,000	50,000	50,000	50,000	50,000	50,000	50,000
Apple Subscriptions - ExperienceCo		-	-	40,000	-	-	-	40,000
Management Payroll - InterCo Transfer from ProductCo		60,372	-	75,000	-	75,000	-	75,000
Other - HoldCo		-	-	-	-	-	-	-
TOTAL SOURCES	\$	1,056,490	\$ 660,684	\$ 1,194,842	\$ 710,381	\$ 1,221,544	\$ 684,600	\$ 1,230,432
Payroll, Payroll Tax & Benefits	\$	304,646	\$ -	\$ 317,267	\$ -	\$ 317,267	\$ -	\$ 306,981
Commission		-	-	30,000	-	-	-	30,000
Inventory Purchases		-	300,000	-	-	-	-	-
Contractors		102,796	37,000	166,250	54,000	100,900	54,000	166,250
Key Consultants		-	-	21,389	-	12,500	-	21,389
Rent		-	3,000	47,500	-	-	3,000	47,500
Marketing		68,448	67,500	641,500	17,500	17,500	17,500	791,500
Insurance		37,381	20,000	27,839	16,068	20,000	20,000	27,839
Logistics		128,982	128,982	128,982	128,982	128,982	128,982	128,982
Professionals		-	-	18,350	50,000	-	-	18,350
Technology		4,332	-	25,400	90,000	-	-	15,500
Utilities		1,129	-	3,000	-	-	-	3,000
Payments to UK Affiliate ⁽¹⁾		-	30,000	-	30,000	-	30,000	-
Sales Tax		-	-	-	100,000	-	-	100,000
Other Expenses, Vendors		86,850	75,000	130,500	75,000	75,000	75,000	90,000
Growth Initiative		-	28,116	12,500	-	-	18,950	-
Miscellaneous, Other		-	12,500	12,500	12,500	12,500	12,500	12,500
Management Payroll - Transfer to HoldCo		60,372	-	75,000	-	75,000	-	75,000
Cross-Border Vendors		-	16,750	26,750	16,750	16,750	16,750	26,750
BK Professional Fees ⁽²⁾		-	-	-	-	-	-	-
US Trustee Fees		-	-	-	-	-	-	-
TOTAL DISBURSEMENTS	\$	794,936	\$ 718,848	\$ 1,684,726	\$ 590,800	\$ 776,399	\$ 376,682	\$ 1,861,540
Net Cash	\$	261,554	\$ (58,163)	\$ (489,884)	\$ 119,581	\$ 445,145	\$ 307,918	\$ (631,109)
TOTAL - CASH ROLLFORWARD								
Beginning TOTAL Cash Balance	\$	1,251,424	\$ 1,512,978	\$ 1,454,815	\$ 964,931	\$ 1,084,512	\$ 1,529,657	\$ 1,837,575
(+) Total Receipts		1,056,490	660,684	1,194,842	710,381	1,221,544	684,600	1,230,432
(-) Total Disbursements		(794,936)	(718,848)	(1,684,726)	(590,800)	(776,399)	(376,682)	(1,861,540)
Ending TOTAL Cash Balance	\$	1,512,978	\$ 1,454,815	\$ 964,931	\$ 1,084,512	\$ 1,529,657	\$ 1,837,575	\$ 1,206,467
<u>Inventory Rollforward</u>								
Beginning Inventory	\$	17,960,993	\$ 17,469,394	\$ 17,452,323	\$ 16,881,997	\$ 16,562,152	\$ 15,991,989	\$ 15,672,143
(+) Purchases		-	300,000	-	-	-	-	-
(-) Cost of Goods		(491,599)	(317,070)	(570,326)	(319,845)	(570,163)	(319,845)	(570,163)
= Ending Inventory	\$	17,469,394	\$ 17,452,323	\$ 16,881,997	\$ 16,562,152	\$ 15,991,989	\$ 15,672,143	\$ 15,101,981
<u>Accounts Receivable Rollforward</u>⁽¹⁻⁴⁾								
Beginning AR	\$	4,467,123	\$ 4,462,171	\$ 4,505,407	\$ 4,552,588	\$ 4,551,909	\$ 4,527,048	\$ 4,552,150
(+) Sales		526,218	526,218	526,218	525,877	525,877	525,877	525,877
(-) Collections		(531,169)	(482,981)	(479,037)	(526,556)	(550,738)	(500,775)	(514,626)
= Ending AR	\$	4,462,171	\$ 4,505,407	\$ 4,552,588	\$ 4,551,909	\$ 4,527,048	\$ 4,552,150	\$ 4,563,401

Notes

(1) Current payroll and current VAT / other taxes. There is approximately an additional 80,000 GBP outstanding related to VAT.

(2) There are no bankruptcy professional payments in this forecast.

(3) The AR Rollforward does not include sales and collections activity relating to Ecommerce and Amazon. Ecommerce and Amazon revenue and collections are recorded contemporaneously.

- This budget does not reflect the proceeds or use of any DIP financing nor carve-outs arising thereof.

- Information has been sourced from management and the Company's books and records. This information has not been audited or independently verified.

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget
As of June 17, 2022

	<div> <div>Week --></div> <div>From --></div> <div>Week-Ending --></div> </div>						Current Rolling 13 Weeks
	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	
	8/1/2022	8/8/2022	8/15/2022	8/22/2022	8/29/2022	9/5/2022	
CONSOLIDATED							
Beginning TOTAL Cash Balance	\$ 1,206,467	\$ 1,532,497	\$ 1,891,009	\$ 2,235,862	\$ 2,535,286	\$ 1,866,583	\$ 1,251,424
Ecommerce NA & UK - ProductCo	\$ 108,566	\$ 108,566	\$ 108,566	\$ 108,566	\$ 108,566	\$ 121,338	\$ 1,413,769
Amazon FBA International - ProductCo	24,989	-	24,989	-	24,989	-	149,936
Amazon FBA NA - ProductCo	-	304,444	-	304,444	-	296,369	2,528,402
Transfers from Non-Debtor Affiliate (Japan)	-	-	-	-	5,000	-	15,000
Accounts Receivables Collections - ProductCo	565,676	591,654	537,979	514,626	565,920	591,910	6,953,649
Education/CORE - ExperienceCo	50,000	50,000	50,000	50,000	50,000	50,000	650,000
Apple Subscriptions - ExperienceCo	-	-	-	-	40,000	40,000	160,000
Management Payroll - InterCo Transfer from ProductCo	-	75,000	-	75,000	-	-	435,372
Other - HoldCo	-	-	-	-	-	-	-
TOTAL SOURCES	\$ 749,231	\$ 1,129,664	\$ 721,534	\$ 1,052,636	\$ 794,475	\$ 1,099,617	\$ 12,306,128
Payroll, Payroll Tax & Benefits	\$ -	\$ 306,981	\$ -	\$ 306,981	\$ -	\$ -	\$ 1,860,122
Commission	-	-	-	30,000	-	-	90,000
Inventory Purchases	-	-	-	-	-	-	300,000
Contractors	54,000	100,900	54,000	58,000	162,250	58,000	1,168,346
Key Consultants	-	12,500	-	12,500	8,889	12,500	101,667
Rent	-	-	3,000	-	47,500	-	151,500
Marketing	17,500	17,500	17,500	17,500	741,500	17,500	2,450,448
Insurance	16,068	20,000	20,000	20,000	23,907	20,000	289,102
Logistics	128,982	128,982	128,982	128,982	128,982	128,982	1,676,761
Professionals	50,000	-	-	-	50,000	-	186,700
Technology	9,900	5,040	-	-	25,400	-	175,572
Utilities	-	-	-	-	3,000	-	10,129
Payments to UK Affiliate ⁽¹⁾	30,000	-	30,000	-	30,000	-	180,000
Sales Tax	-	-	-	-	100,000	-	300,000
Other Expenses, Vendors	75,000	75,000	75,000	75,000	90,000	75,000	1,072,350
Growth Initiative	12,500	-	18,950	-	12,500	-	103,516
Miscellaneous, Other	12,500	12,500	12,500	12,500	12,500	12,500	150,000
Management Payroll - Transfer to HoldCo	-	75,000	-	75,000	-	-	435,372
Cross-Border Vendors	16,750	16,750	16,750	16,750	26,750	16,750	231,000
BK Professional Fees ⁽²⁾	-	-	-	-	-	-	-
US Trustee Fees	-	-	-	-	-	-	-
TOTAL DISBURSEMENTS	\$ 423,200	\$ 771,152	\$ 376,682	\$ 753,212	\$ 1,463,177	\$ 341,232	\$ 10,932,584
Net Cash	\$ 326,031	\$ 358,512	\$ 344,853	\$ 299,424	\$ (668,703)	\$ 758,385	\$ 1,373,544
TOTAL - CASH ROLLFORWARD							
Beginning TOTAL Cash Balance	\$ 1,206,467	\$ 1,532,497	\$ 1,891,009	\$ 2,235,862	\$ 2,535,286	\$ 1,866,583	\$ 1,251,424
(+) Total Receipts	749,231	1,129,664	721,534	1,052,636	794,475	1,099,617	12,306,128
(-) Total Disbursements	(423,200)	(771,152)	(376,682)	(753,212)	(1,463,177)	(341,232)	(10,932,584)
Ending TOTAL Cash Balance	\$ 1,532,497	\$ 1,891,009	\$ 2,235,862	\$ 2,535,286	\$ 1,866,583	\$ 2,624,968	\$ 2,624,968
Inventory Rollforward							
Beginning Inventory	\$ 15,101,981	\$ 14,782,265	\$ 14,293,477	\$ 13,974,485	\$ 13,485,697	\$ 13,166,705	\$ 17,960,993
(+) Purchases	-	-	-	-	-	-	300,000
(-) Cost of Goods	(319,716)	(488,788)	(318,992)	(488,788)	(318,992)	(534,392)	(5,628,680)
= Ending Inventory	\$ 14,782,265	\$ 14,293,477	\$ 13,974,485	\$ 13,485,697	\$ 13,166,705	\$ 12,632,313	\$ 12,632,313
Accounts Receivable Rollforward⁽³⁾							
Beginning AR	\$ 4,563,401	\$ 4,523,603	\$ 4,456,318	\$ 4,442,709	\$ 4,452,452	\$ 4,410,902	\$ 4,467,123
(+) Sales	525,877	524,370	524,370	524,370	524,370	616,829	6,922,347
(-) Collections	(565,676)	(591,654)	(537,979)	(514,626)	(565,920)	(591,910)	(6,953,649)
= Ending AR	\$ 4,523,603	\$ 4,456,318	\$ 4,442,709	\$ 4,452,452	\$ 4,410,902	\$ 4,435,821	\$ 4,435,821

Notes

- (1) Current payroll and current VAT / other taxes. There is approximately an additional 80,000 GBP outstanding related to VAT.
(2) There are no bankruptcy professional payments in this forecast.
(3) The AR Rollforward does not include sales and collections activity relating to Ecommerce and Amazon. Ecommerce and Amazon revenue and collections are recorded contemporaneously.
- This budget does not reflect the proceeds or use of any DIP financing nor carve-outs arising thereof.
- Information has been sourced from management and the Company's books and records. This information has not been audited or independently verified.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
2818 La Cienega Avenue, Los Angeles, CA 90034.

A true and correct copy of the foregoing document entitled (*specify*): **SUPPLEMENT TO DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO USE CASH COLLATERAL PURSUANT TO 11 U.S.C. §§ 361, 362 AND 363 AND GRANTING ADEQUATE PROTECTION AND RELATED RELIEF** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **June 17, 2022**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Shawn M Christianson cmcintire@buchalter.com, schristianson@buchalter.com
- Michael I. Gottfried mgottfried@elkinskalt.com, cavila@elkinskalt.com
- Jonathan Gottlieb jd@lnbyg.com
- Michael J Hauser michael.hauser@usdoj.gov
- Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com
- Krikor J Meshefejian kjm@lnbyg.com
- Ali M Mojdehi amojdehi@btlaw.com, jgertz@btlaw.com; arego@btlaw.com; amattngly@btlaw.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com
- Lindsey L Smith lls@lnbyg.com, lls@ecf.inforuptcy.com
- United States Trustee (SA) ustpregion16.sa.ecf@usdoj.gov

2. SERVED BY UNITED STATES MAIL: On (*date*) **June 17, 2022**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) **June 17, 2022**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

SERVED BY PERSONAL DELIVERY

Honorable Scott C. Clarkson
U.S. Bankruptcy Court, Ronald Reagan Federal Building
411 West Fourth Street
Suite 5130
Santa Ana, CA 92701-4593

SERVED BY OVERNIGHT MAIL,

John Hutchinson
665 Blair Avenue
Piedmont CA 94611

☐ Service information **BY OVERNIGHT MAIL** continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 17, 2022
Date

Lourdes Cruz
Printed Name

/s/ Lourdes Cruz
Signature

In re TRX Holdco, LLC
File No. 9738
RSN UST, 20 Largest, Secured

Counsel for Creative Artists Agency
Michael I. Gottfried, Esq. **RSN**
Elkins Kalt Weintraub Reuben
Gartside LLP 10345 W. Olympic Blvd.
Los Angeles, CA 90064

Michael J Hauser
United States Trustee
411 W Fourth St Suite 7160
Santa Ana, CA 92701-4593

Baker Tilly US, LLP
10 Terrace Court PO Box 7398
Madison, WI 53707-7398

Cole Schotz P.C.
25 Main Street P.O. Box 800
Hackensack, NJ 07602

Creative Artists Agency
Attn: Jeffrey Freedman
2000 Avenue of the Stars
Los Angeles, CA 90067

JMBM LLP
1900 Avenue of the Stars
Los Angeles, CA 90067

Morrison & Morrison
222 Souther Riverside Plaza
Chicago, IL 60606

Sterling Legal Solutions, Inc.
Attn: Stephanie Sterling
26895 Aliso Creek Rd., B-129
Aliso Viejo, CA 92656

UDR-Eight 80
1590 Adams Avenue
PO Box 2350
Costa Mesa, CA 92628

UDR-Eight 80
Agent for Service of Process
330 N. Brand Blvd., Suite 700
Glendale, CA 91203

Sterling Legal Solutions, Inc.
Agent for Service of Process
720 14th Street
Sacramento, CA 95814

OTHER

Farmers & Merchants Bank
2421 East Coast Hwy
Corona del Mar, CA 92625

Farmers & Merchants Bank
Attn: Christine M Bowman
302 Pine Avenue
Long Beach, CA 90802

SECURED

Counsel for Woodforest National Bank
Katten Muchin Rosenmann LLP
Attn: Jan Harris Cate, Esq.
515 South Flower Street, Suite 1000
Los Angeles, CA 90071

Woodforest National Bank
Attn: CMB Loan Operations
25231 Grogans Mill Road, 6th Floor
The Woodlands, TX 77380

Woodforest National Bank
Attn: David A. Macdonald
1330 Lake Robbins Drive, Suite 500
The Woodlands, TX 77380

Counsel for Woodforest National Bank
ReedSmith
Marsha Houston/Christopher Rivas
355 South Grand Avenue, Suite 2900
Los Angeles, CA, 90071

In re Fitness Anywhere LLC
File No. 9744
RSN UST, 20 Largest and Secured
Served by US Mail or NEF if Marked
with an *

Exemplar Design
4680 Parkway Drive
Suite 300
Mason, OK 45040

Michael J Hauser
United States Trustee
411 W Fourth St Suite 7160
Santa Ana, CA 92701-4593

Exemplar Design
4680 Parkway Drive Suite 300
Mason, OH 45040

Core Health & Fitness, LLC
4400 Northeast 77th Avenue
Suite 300
Manufacturer Land America
Vancouver, WA 98662

Stephen Gould Corporation
35 South Jefferson Road
Whippany, NJ 07981

Flexport Inc
P.O. Box 207244
Dallas, TX 75320-7244

UPS Plan 0386NE
55 Glenlake Parkway NE
Atlanta, GA 30328

Duane Morris LLP
30 South 17th Street
Philadelphia, PA 19103-4196

Buy Box Experts
3020 N Cullen Ct. Pleasant
Grove, UT 84062

MAN Staffing, LLC
550 East Del Amo Boulevard
Carson, CA 90746

Syzygy Digital Marketing, Inc
41 Flatbush Avenue
Brooklyn, NY 11217

Lahlouh Inc
Attn: H. John Lahlouh
1649 Adrian Road
Burlingame, CA 94010

US Customs and Border Protection
PO BOX 979126
St. Louis, MO 63197-9000

McCollister's Transportation Group, Inc
8 Terri Lane
Burlington, NJ 08016

NetSuite Inc
500 Oracle Parkway
Redwood City, CA 94065

Google
P.O. Box 39000
San Francisco, CA 94139

AMEX Corp Card
P.O. Box 0001
Los Angeles, CA 90096

The Trade Desk
42 N Chestnut St.
Ventura, CA 93001

Dirbos Inc.
27758 Santa Margarita Pkwy
Suite 366
Mission Viejo, CA 92691

Redwood Supply Chain Solutions
1765 North Elston Avenue Suite 216
Chicago, IL 60642

USA Global Logistics LLC
255 Madsen Drive
Bloomingdale, IL 60108

ISUPPORT WORLDWIDE LLC
1019 West James St
Kent, WA 98032

Core Health & Fitness, LLC
Agent for Service of Process
330 N. Brand Blvd, Ste 700
Glendale, CA 91203

Stephen Gould Corporation
Agent for Service of Process
2710 Gateway Oaks Drive
Ste 150N
Sacramento, CA 95833

Flexport Inc.
Agent for Service of Process
5716 Corsa Ave.
Ste 110
Westlake Village, CA 91362

United Parcel Service, Inc.
Agent for Service of Process
2710 Gateway Oaks Dr.
Ste 150N
Sacramento, CA 95833

McCollister's Transportation
Systems, Inc.
Agent for Service of Process
2710 gateway Oaks Dr.
Ste 150N
Sacramento, CA 95833

Netsuite Inc.
Agent for Service of Process
2710 Gateway Oaks Dr.
Ste 150N
Sacramento, CA 95833

Google
Agent for Service of Process
2710 Gateway Oaks Dr.
Ste 150N
Sacramento, CA 95833

Man Staffing LLC
Attn: Miguel A Navarro
550 E Del Amo Blvd.
Suite C
Carson, CA 90746

Trade Desk
Agent for Service of Process
2710 Gateway Oaks Dr.
Ste 150N
Sacramento, CA 95833

Dirbos
Agent for Service of Process
101 N. Brand Blvd. 11th Floor
Glendale, CA 91203

Redwood Supply Chain Solutions
Attn: David Robinson
323 W 25th Ave.
San Mateo, CA 94403

Counsel for Creative Artists Agency
Michael I. Gottfried, Esq. **RSN**
Elkins Kalt Weintraub Reuben
Gartside LLP 10345 W. Olympic Blvd.
Los Angeles, CA 90064

Counsel for Core Health & Fitness, LLC
Ali M.M. Mojdehi **RSN (NEF *)**
Barnes & Thornburg LLP
655 West Broadway, Suite 1300
San Diego, CA 92101

SECURED:

Counsel for Woodforest National Bank
ReedSmith
Marsha Houston/Christopher Rivas
355 South Grand Avenue, Suite
2900 Los Angeles, CA, 90071

Counsel for Woodforest National Bank
Katten Muchin Rosenmann LLP
Attn: Jan Harris Cate, Esq.
515 South Flower Street, Suite 1000
Los Angeles, CA 90071

Woodforest National Bank
Attn: CMB Loan Operations
25231 Grogans Mill Road, 6th Floor
The Woodlands, TX 77380

Woodforest National Bank
Attn: David A. Macdonald
1330 Lake Robbins Drive, Suite 500
The Woodlands, TX 77380